

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

June 19, 1995

19379-B

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of an Amendment to Assignment of Lease, dated as of June 15, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement duly filed with the Commission under Recordation Number 19379.

The names and addresses of the parties to the enclosed document are:

Assignor: Grace Trust
302 Third Street, Suite 3
Neptune Beach, Florida 32266

Assignee: NationsBanc Leasing Corporation
2300 Northlake Centre Drive, Suite 300
Tucker, Georgia 30084

A description of the railroad equipment covered by the enclosed document is:

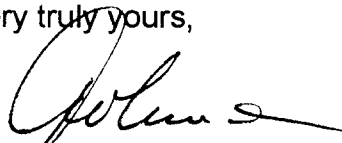
140 railcars MMMX 0001 through MMMX 140, inclusive.

Mr. Vernon A. Williams
June 19, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

NationsBank®

NationsBank Leasing Corporation

Amendment to Assignment of Lease

THIS AMENDMENT TO ASSIGNMENT OF LEASE entered into as of the 15th day of June, 1995 (the "Amendment"), by Grace Trust ("Assignor").

WHEREAS, Assignor entered into a certain Assignment of Lease, dated April 27, 1995 (the "Assignment") of that certain Lease Agreement, dated April 17, 1995, between Assignor, as lessor, and Minnesota Mining and Manufacturing Company ("Lessee");

WHEREAS, Assignment of Lease incorrectly documented the number of used R&LE Hopper Rail Cars;

NOW, THEREFORE, in consideration of the agreements of the parties contained herein, the parties hereby amend the Assignment as follows:

1. The Assignment covers One-Hundred Forty (140) used P&LE Hopper Rail Cars rather than Twenty-one (21) as set forth in the Assignment.
2. Except as specifically amended herein the Assignment remains unchanged and in full force and effect.

Dated this 15th day of June, 1995.

Witness, our hand and seal.

Grace Trust (Assignor)

By: Gil Gibbs

Printed Name: Gil Gibbs

Title: Trustee

(Corporate Seal)

Notarial Acknowledgement:

State of Georgia
County of CAMDEN ss.:

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgment, personally appeared Grace TRUST - GIL GIBBS

to me known to be the person(s) described in an who executed the foregoing instrument and acknowledged before me that (he, she, they) duly executed the same.

In Witness Whereof I have hereunto set my hand and official seal this 15 day of June, 1995.

My Commission Expires Oct. 11, 1997

(Official Seal)

Jack Williams
Notary Public

In and for said County and State or District of Columbia